

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	GRANT OF SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Handleman Category Management Company		04/30/2007	COMPANY:
RECEIVING PARTY DATA			
Name:	Silver Point Finance, LLC, as agent		
Street Address:	Two Greenwich Plaza		
City:	Greenwich		
State/Country:	CONNECTICUT		
Postal Code:	06830		
Entity Type:	LIMITED LIABILITY COMPANY:		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Serial Number:	75917087	CHANNEL OF CHOICE	
Serial Number:	75917086	CHANNEL OF CHOICE	
Serial Number:	75480386	BURBANK VIDEO	
Serial Number:	75909280	COOL TRAXX!	
CORRESPONDENCE DATA			
Fax Number:	(212)593-5955		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	212-756-2552		
Email:	laurie.emmer@srz.com		
Correspondent Name:	Laurie Emmer, Esq.		
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Address Line 2:	19th Floor		
Address Line 4:	New York, NEW YORK 10022		
ATTORNEY DOCKET NUMBER:	051511.0051		

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TRADEMARK
REEL: 003545 FRAME: 0489

NAME OF SUBMITTER:	Laurie Emmer, Esq. (051511.0051)
Signature:	/kc for le/
Date:	05/17/2007
Total Attachments: 3 source=Grant of Security Interest for Handleman Category Management Company#page1.tif source=Grant of Security Interest for Handleman Category Management Company#page2.tif source=Grant of Security Interest for Handleman Category Management Company#page3.tif	

GRANT OF A SECURITY INTEREST -- TRADEMARKS

WHEREAS, Handleman Category Management Company (the "Grantor") has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the attached Schedule A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Grantor has entered into a Pledge and Security Agreement, dated April 30, 2007 (as amended, restated, supplemented, modified or otherwise changed from time to time, the "Security Agreement"), in favor of Silver Point Finance, LLC, as the Collateral Agent for itself and certain lenders (in such capacity, together with its successors and assigns, if any, the "Grantee"); and

WHEREAS, pursuant to the Security Agreement, the Grantor has granted to the Grantee, and granted to the Grantee for the benefit of the Secured Parties (as such term is defined in the Security Agreement), a continuing security interest in all right, title and interest of the Grantor in, to and under the Trademarks, together with, among other things, the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations (as defined in the Security Agreement).

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantor does hereby grant to the Grantee and grant to the Grantee for the benefit of the Secured Parties, a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Grantee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, the Grantor has caused this Grant of Security Interest to be duly executed by its officer thereunto duly authorized as of April 30, 2007.

**HANDLEMAN CATEGORY MANAGEMENT
COMPANY**

By: _____

Name: _____

Title: _____

Thomas C. Braum

STATE OF Michigan

ss.:

COUNTY OF Wayne

On this 29th day of April, 2007, before me personally came Thomas C. Braum, to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that s/he is the CFO of Handleman Category Management Company, a mi corp, and that s/he executed the foregoing instrument in the firm name of Thomas C. Braum, and that s/he had authority to sign the same, and s/he acknowledged to me that he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.

Rita K. Torchia
[NOTARY SEAL]

Rita K. Torchia
Notary Public, State of Michigan, County of Wayne
My Commission Expires March 24, 2017
Acting in the County of Wayne

SCHEDULE A TO GRANT OF A SECURITY INTEREST

TRADEMARK REGISTRATIONS

Mark	Serial Number /Reg Number	Status	Owner
CHANNEL OF CHOICE	75917087	REGISTERED	Handleman Category Management Company
CHANNEL OF CHOICE	75917086	REGISTERED	Handleman Category Management Company
BURBANK VIDEO	75480386	REGISTERED	Handleman Category Management Company
COOL TRAXX!	75909280	REGISTERED	Handleman Category Management Company